

RECORDATION NO. 25715 FILED

JUL 20 '05 7:40 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 19, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #9 to Full Service Master Lease Agreement, dated as of December 30, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Midwest Railcar Corporation 4949 Autumn Oaks Drive, Suite B Maryville, Illinois 62062
Lessee:	American Steel Processing Co. 11411 Landfill Road Panama City Beach, Florida 32413

Mr. Vernon A. Williams
July 19, 2005
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A description of the railroad equipment covered by the enclosed document is:

20 gondola cars: MWCX 100406 – MWCX 100425.

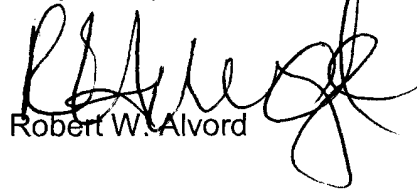
A short summary of the document to appear in the index is:

Memorandum of Schedule #9 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #9 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

AMERICAN STEEL PROCESSING CO.

as Lessee

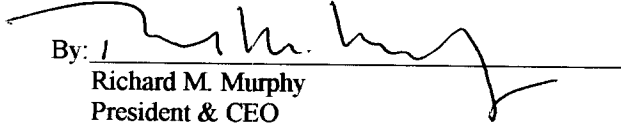
MEMORANDUM OF SCHEDULE #9 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #9 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of December 30, 2004, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and AMERICAN STEEL PROCESSING CO., a Florida Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #9 dated December 30, 2004 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of November 24, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #9.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #9 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 
Richard M. Murphy
President & CEO

AMERICAN STEEL PROCESSING CO.

By: 
Name: _____
Title: _____

STATE OF Illinois ^{County} Madison CITY OF Madison TO WIT:

On this 5th day of January, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on January 5, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] "OFFICIAL SEAL"
DELORIS T. BENARDIN
Notary Public, State of Illinois
My commission expires 6/28/2005

Deloris T. Benardin
Notary Public

STATE OF FLORIDA CITY OF LYNN HAVEN TO WIT:

On this 3 day of JANUARY, 2005 before me appeared, THOMAS J FANELL, to me personally known, who being by me duly sworn, says that he is a CEO of AMERICAN STEEL PROCESSING CO., a Florida Corporation, that said instrument was signed and sealed on JANUARY 3, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Steven L Stillings
Notary Public

My commission expires: JUNE 27, 2008



Steven L Stillings
My Commission DD332971
Expires June 27 2008

EXHIBIT A

DESCRIPTION OF RAILCARS

Twenty (20) 4400 cube, 100-ton gondolas with 263,000 lb GRL; AAR Car Type Code J312 with the following marks:

MWCX 100406 – MWCX 100425, inclusive